

**COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.****ORDINARY GENERAL SHAREHOLDERS' MEETING****NOTICE OF CALL**

The Board of Directors of the Compañía de Distribución Integral Logista Holdings, S.A. (hereinafter, "the Company"), in its meeting on 23<sup>rd</sup> January, 2018, unanimously agreed to call an Ordinary General Meeting of Shareholders of the Company, to be held in the registered office at Calle Trigo, 39, Polígono Industrial Polvoranca, Leganés (Madrid), at 11.30 on 21<sup>st</sup> March, 2018, at the first call, and on the following day, 22<sup>nd</sup> March, 2018, at the same time and place, at the second call, with the following agenda:

**AGENDA**

- First.-* Examination and approval of the Annual Accounts (Balance Sheet, Profit and Loss Account, the Statement on Changes to the Net Equity, the Cash Flow Statement and Notes to the Accounts) and the Management Report of the "Compañía de Distribución Integral Logista Holdings, Sociedad Anónima" and of the consolidated Group, corresponding to the financial year closed on 30 September 2017.
- Second.-* Approval, if appropriate, of the management of the Board of Directors during fiscal year 2016-2017.
- Third.-* Examination and approval, if appropriate, of the Board of Directors' proposal of allocation of results corresponding to the financial year closed on 30 September 2017 of the Compañía de Distribución Integral Logista Holdings, S.A.
- Fourth.-* Authorization to the Board of Directors for the derivative acquisition of own shares, either directly or through companies of the Group, within the legal limits and requirements.
- Fifth.-* Ratification and Re-election of Directors.
- 5.1 Ratification of the appointment by co-option of the proprietary Director Mr. Richard Charles Hill.
  - 5.2 Re-election of the independent Director Mrs. Cristina Garmendia Mendizábal.
  - 5.3 Re-election of the independent Director Mr. Stéphane Lissner.

- 5.4 Re-election of the independent Director Mr. Gregorio Marañón y Bertrán de Lis.
  - 5.5 Re-election of the independent Director Mr. Eduardo Andrés Julio Zaplana Hernández-Soro.
  - 5.6 Re-election of the proprietary Director Mr. John Matthew Downing.
  - 5.7 Re-election of the proprietary Director Mr. David Ian Resnekov.
  - 5.8 Re-election of the executive Director Mr. Luis Alfonso Egido Gálvez.
  - 5.9 Re-election of the executive Director Mr. Rafael de Juan López.
- Sixth.-* Approval, if appropriate, of the Policy on the Directors' Remuneration for the years 2019, 2020 and 2021
- Seventh.-* Delegation to the Board of Directors of the necessary powers to interpret, complete, correct, develop, execute, formalise and register the foregoing resolutions and place them on public record, as well as to substitute the powers granted by the General Meeting.
- Eighth.-* Advisory vote on the Annual Report on Remuneration of Directors of the Company corresponding to fiscal year 2016-2017.
- Ninth.-* Information to the General Meeting of the amendment of articles 15, 17 and 46 of the Board of Directors' Regulations, and approval of the Audit and Control Committee Regulations.

## **I. ADDENDUM TO THE ANNOUNCEMENT**

In accordance with Article 519 of the Capital Companies Act, shareholders representing at least three per cent (3%) of the share capital may (i) request the publication of an addendum to the announcement of the Ordinary General Shareholders' Meeting, including one or more points in the Agenda, provided that the new points are accompanied by a justification or, if appropriate, by a justified proposed resolution, and (ii) present proposals based on agreements about subjects already included or which are to be included in the Agenda of the Meeting that has been called. To that end, shareholders must irrefutably prove that they represent at least the said percentage of the share capital, and must send reliable notification of that information to the Company, which will have to receive it at its registered office, for the attention of the Secretary of

the Board (calle Trigo 39, Polígono Industrial Polvoranca, 28914 Leganés (Madrid)), within five days of the publication of this announcement.

## **II. RIGHT TO INFORMATION**

Following the publication of this announcement, and until the holding of the General Shareholders' Meeting, shareholders have the right to examine, at the registered office situated at Leganés (Madrid), calle Trigo, 39, Polígono Industrial Polvoranca, or through the Company's website ([www.grupologista.com](http://www.grupologista.com)), or to obtain, immediately and without charge, the documents which are submitted for the approval and information of the General Shareholders' Meeting, namely:

- The Notice of the Call to the Meeting.
- The total number of shares and voting rights, which at the date of this announcement was 132,750,000 fully subscribed and paid-up shares, each of nominal value 20 centimes of a euro. Each share gives the right to one vote in the General Shareholders' Meeting, excepting for the treasury shares.
- The Annual Accounts and the Report on the Management of the Company and of its consolidated group, for financial year 2016-2017.
- The proposed allocation of results corresponding to financial year 2016-2017.
- The Report of the external auditors on the Company's individual and consolidated annual accounts for financial year 2016-2017.
- The annual Report on the Company's Corporate Governance in financial year 2016-2017.
- The annual Report on the remuneration of the Company's Directors in financial year 2016-2017.
- The Report of the Audit and Control Committee, of 31<sup>st</sup> October 2017, on the independence of the external auditor.
- The Report of the Audit and Control Committee, of 31<sup>st</sup> October 2017, on the functioning and activities of the Audit and Control Committee, in financial year 2016-2017.
- The Report of the Appointments and Remuneration Committee, of 31<sup>st</sup> October 2017, on the functioning and activities of the Appointments and Remuneration Committee, in financial year 2016-2017.

- The Annual Report on Corporate Social Responsibility, of 31<sup>st</sup> October 2017.
- The Report of the Board of Directors of 25<sup>th</sup> April 2017 on the appointment by co-option of the proprietary Director Mr. Richard Charles Hill, and the report/proposal of the Board of Directors of 23<sup>rd</sup> January 2018 for ratification by the General Meeting of the said appointment and curriculum of Mr. Hill.
- The explanatory reports of the Board of Directors' proposals to the General Meeting (at the proposal of, and following a favourable report of the Appointments and Remuneration Committee, depending on the category of the Directors) for the re-election of the Directors Mrs. Cristina Garmendia Mendizábal, Mr. Stéphane Lissner, Mr. Gregorio Marañón y Bertrán de Lis and Mr. Eduardo Andrés Julio Zaplana Hernández-Soro (independent Directors), Mr. John Matthew Downing and Mr. David Ian Resnekov (proprietary Directors) and Mr. Luis Alfonso Egido Gálvez and Mr. Rafael de Juan López (executive Directors), and the curricula of all of them.
- The text of the Policy on the Company Directors' remuneration 2019-2021, initially approved by the Board of Directors of 23<sup>rd</sup> January 2018, and the report of the Appointments and Remuneration Committee on the Policy, of the same date, in accordance with the provisions of article 529 novodecies 2 of the Capital Companies Act.
- The text of articles 15, 17 and 46 of the Board of Directors' Regulations, amended by agreement of the Board of 19<sup>th</sup> December 2017, and the Report of the Board, of the same date, to the General Meeting on the amendment of those articles.
- The text of the Audit and Control Committee Regulations, approved by the Board of Directors of 19<sup>th</sup> December 2017, and the Report of the Board of the same date to the General Meeting on the approval of those Regulations.
- The complete texts of the proposed resolutions on each item of the Agenda.
- The procedure and the forms to be used for representation and voting from a distance. If, for technical reasons, it is not possible to publish these in the Company's website, the said website will indicate how to obtain the forms on paper, which will be sent to every shareholder who so requests.
- In general, any document or report which is presented to the General Shareholders' Meeting.

In addition, and in accordance with the provisions of the Capital Companies Act, from the time of publication of this Announcement until the time when the General Shareholders' Meeting is held, all the documentation and information relating to that Meeting will be available in the Company's website ([www.grupologista.com/Shareholders and Investors](http://www.grupologista.com/Shareholders%20and%20Investors)/"General Shareholders Meeting 2018").

Additionally, up to the fifth day before the day on which their Meeting is to be held, shareholders may request information or clarification, or formulate in writing any questions which they consider pertinent, about the information available to the public which the Company would have provided to the Comisión Nacional del Mercado de Valores, since the last General Shareholders' Meeting held, and concerning the auditor's report.

For that purpose, shareholders may approach the Department of Services to Shareholders (Tel: +34 91 481 98 26, e-mail: <mailto:investor.relations@grupologista.com> or through the Company's website), identifying themselves as shareholders, and giving their full name or company name, fiscal identification number, and the number of shares which they hold.

When, prior to the formulation of a specific question, the information requested by the shareholder was clearly, expressly and directly available to all shareholders through the Company's website, in the format of question and answer, the Board of Directors of the Company may restrict its reply to a reference to the information already available in that format.

### **III. RIGHT OF ATTENDANCE AND REPRESENTATION**

Those having the right to attend the General Shareholders' Meeting will be all those shareholders of the Company who, at least five (5) days before the day appointed for the holding of the Meeting, have recorded their shares against their names in the appropriate accounting register of book entries, and can demonstrate that either by means of the relevant attendance Card, sent by the financial entity member of Iberclear, in which their shares are deposited, or by means of the attendance Card sent by the Company (the 'Logista Card').

Any shareholder who has the right to attend may be represented at the General Shareholders' Meeting by another person, and even by a non-shareholder, provided that they fulfil the legal requirements and those laid down in the By-Laws, in the Regulations of the General Shareholders' Meeting and in this Notice of Call.

One and the same shareholder may not be represented in the Meeting by more than one representative. A representative may represent more than one shareholder, and may cast different votes in accordance with the instructions given by each of them.

Representation may be conferred either in writing, by completing the form of delegation printed on the attendance Card, or electronically.

Except in those cases where proxy is granted or is understood to be granted, according to this Notice of Call, to a member of the Company's Board of Directors, the designated representative must identify himself or herself, on the day when and at the place where the Meeting is held, to the personnel responsible for the register of shareholders, by means of a national identification document or passport and power of attorney, if the shareholder is a legal person.

The documents attesting representation for the General Shareholders' Meeting will include instructions on how to vote. Unless the shareholder who confers the representation expressly indicates otherwise, it will be understood that that shareholder is instructing the representative to vote in favour of the proposed resolutions formulated by the Board of Directors on the subjects listed in the Agenda of the Meeting, and against them when it is a matter of subjects which are not included in the Agenda, but which are submitted to a vote in the General Shareholders' Meeting.

If the representation document does not name the particular person by whom the shareholder wishes to be represented, it will be understood that the representative will be the Chairman of the Board of Directors, or whoever substitutes him in the Chair of the General Shareholders' Meeting, or in the event of a conflict of interests of any of them, the Chief Executive Officer, or in the event of a conflict of interest of the latter, the Secretary of the Board, or any other Director who is not involved in a conflict of interest.

Representation is always revocable. The personal attendance of the represented shareholder at the General Shareholders' Meeting will constitute revocation of the representation, no matter how it was conferred.

#### **IV. REPRESENTATION AND VOTING FROM A DISTANCE**

The Company's Board of Directors, conforming to the provisions of the 26th Article of the By-Laws and of Article 12 of the Regulations of the General Shareholders' Meeting, has agreed to authorize the exercise of rights of representation and early voting from a distance, subject to the following terms and conditions:

#### **4.1 Representation or voting prior to the holding of the General Shareholders' Meeting, by electronic means.**

Shareholders who wish to grant proxy or to vote before the General Shareholders' Meeting should consult the following sections of the corporate website ([www.grupologista.com](http://www.grupologista.com)) before the Meeting: "Shareholders and Investors"/"General Shareholders Meeting 2018"/"Electronic Representation and Voting", which will be active from the date of publication of this call, and within the period laid down in paragraph 4.3 below, and should follow the instructions for granting proxy, or for exercising their right to vote, which are given in the computer program.

To that end, shareholders should prove their identity in the computer program provided for that purpose in the aforementioned website, by means of: (i) An electronic national identification document, or (ii) a valid and current user's electronic certificate, in accordance with the provisions of Law 59/2003 of 19 December relating to Electronic Signature, and issued by the Spanish Public Certification Authority (CERES), which is dependent on the Fábrica Nacional de Moneda y Timbre (the Spanish Mint). The Company reserves the right to request any additional means of identification from shareholders which it considers necessary to prove their status of shareholder, and to guarantee the authenticity of the representation and of the voting.

#### **4.2 Representation or voting prior to the holding of the General Shareholders' Meeting, by post**

Shareholders who wish to grant proxy or to vote by post should complete the 'Delegation' or 'Voting' section as appropriate, and should sign the 'Logista Card' issued by the Company and send it for the attention of the Department of Services to Shareholders (calle Trigo 39, Polígono Industrial Polvoranca, 28914 Leganés (Madrid)), together with the nominative document which proves ownership of the shares, issued for that purpose by the entity which has custody of the same, and a photocopy of the shareholder's national identification document or passport, and if the shareholder is a legal entity, a photocopy of the power of attorney attesting to the powers of the physical person who signs in the attendance Card for the representation or voting from a distance, and a photocopy of that physical person's national identification document.

When a shareholder grants proxy to a person other than a member of the Board of Directors, he or she will have to send a copy of the attendance Card to the designated proxy, who will have to identify himself or herself to the personnel responsible for the register of shares, as explained in section III above.

Shareholders may obtain from the Company the card for representation or voting from a distance, by downloading it from the Company's website, by collecting it from the registered office, or by asking the Department of Services to Shareholders (Tel: +34 91 481 98 26, e-mail: [investor.relations@grupologista.com](mailto:investor.relations@grupologista.com)) to send it without charge.

Shareholders also have the option of granting proxy or of early voting from a distance by using the card issued by the entity which has custody of the shares. The section entitled "Delegación a Distancia" must be completed and the card sent by post to the Company, and, if appropriate, to the designated representative, who will have to identify himself or herself to the personnel responsible for the register of shares, as explained in section III above.

#### **4.3 Rules common to representation or voting prior to the holding of the General Shareholders' Meeting by remote communication**

##### a) Deadline for receipt. Proof of shareholder status.

Representation conferred, or votes cast in advance, whether electronically or by post, must, in order to be valid, be received by the Company by 20 March 2018, before midnight. After that time, only attendance cards issued by the entities having custody of the shares, and presented by the representative in the place where the Meeting is held, will be accepted. Such cards must be presented to the personnel responsible for the register of shares, and such representatives must identify themselves as explained in section III above.

The representation and the vote will only be deemed to be valid if the status of the shareholder is confirmed as such, and if the Company verifies that the ownership and the number of shares of the people conferring representation or exercising their right to vote by remote communication coincide with the data provided by Iberclear to the Company.

##### b) Rules governing the relationship between the conferring of proxy and the casting of votes by remote communication

When a shareholder confers several proxies and/or casts several votes (whether electronically or by post), the last action taken (the granting of proxy or the voting) will prevail. When there is a doubt about the moment when the shareholder conferred the proxy or cast a vote, the latter (regardless of the means used to cast it) will prevail over the giving of the proxy. If the shareholder had cast several votes differently, electronically or by post, the last vote cast would prevail.



c) Suspension of electronic systems. Failures in connection.

The Company reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for representation or voting when that is advisable or imperative for technical reasons or for reasons related to security. If any of these situations occurred, it would be announced in the Company's website. None of this would affect the validity of representations already conferred, of votes already cast, or of the shareholders' rights to attend or to be represented.

The Company will not be held responsible for any harm caused to shareholders by breakdowns, overloadings, fallen lines, failures in connection or any other occurrence of a similar nature, beyond the control of the Company, which preclude the use of the electronic mechanisms for representation or voting. Consequently, these circumstances would not constitute unlawful deprivation of shareholders' rights.

**V. SHAREHOLDERS' ELECTRONIC FORUM**

In conformity with the provisions of Article 539.2 of the Capital Companies Act, for the period between the publication of this Notice of Call and the time when the General Shareholders' Meeting is held, the Company has made available in its corporate website [www.grupologista.com](http://www.grupologista.com) a Shareholders' Electronic Forum, to which, with the due guarantees, both individual shareholders and the voluntary associations that they may constitute may have access for the purpose of facilitating their communications prior to the holding of that Meeting. The following can be published in the Forum: proposals which it is hoped to present as a supplement to the agenda announced in the convocation, requests for assent to such proposals, initiatives for reaching a percentage sufficient to exercise a minority right provided for by law, and offers of, or requests for, voluntary representation.

The rules and conditions for the operation and use of the Forum are available in the Company's website.

To gain access to the Electronic Forum, shareholders have to prove their status as such, in the manner indicated in the website, and identify themselves in the manner laid down in section 4.1 of this Notice of Call.

**VI. INTERVENTION OF A NOTARY**

The Board of Directors has agreed to request the presence of a notary who would record the Minutes of the General Shareholders' Meeting, in accordance with the provisions of Article 203 of the Capital Companies Act.

## **VII. DATA PROTECTION**

Data of a personal nature which shareholders send to the Company for the purpose of exercising their rights of attendance, delegation and voting at the General Shareholders' Meeting, or which are provided by the banks and stockbroking companies or agencies in which the said shareholders have deposited their shares, through the entity legally entrusted with the registration of shares, Iberclear, will be processed for the purpose of managing the development, accomplishment and control of the existing shareholding relationship. These data will be given to the notary exclusively in connection with the recording of the minutes of the General Shareholders' Meeting. Shareholders are also informed of their rights of access, rectification, cancellation and opposition, in accordance with the provisions of Organic Law 15/1999, of 13 December, governing the Protection of Data of a Personal Nature, by means of a written communication addressed to the Secretary of the Company's Board of Directors at Leganés (28914 Madrid), calle Trigo, 39, Polígono Industrial Polvoranca.

Shareholders are informed that the General Shareholders' Meeting will, in all probability, be held at the first call.

Leganés, 15 February 2018

The Secretary/Director,

Rafael de Juan López